

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

SANDRA HOLDING LTD.,

Petitioner,

v.

FAWZI MUSAED AL SALEH, AHMAD
FAWZI AL SALEH, QUABBIN CAPITAL
INC., AND JOHN I. SNOW III,

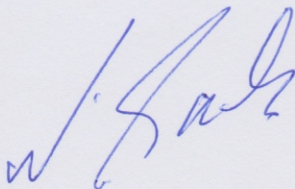
Respondents.

NO.

DECLARATION OF NURI MUSAED AL SALEH

I, Nuri Musaед Al Saleh, on oath, do depose and say as follows:

1. Unless otherwise stated, I make the following statements based upon my own personal knowledge.
2. In the mid-1980s, my five brothers and I decided to explore business opportunities outside of our home country of Kuwait.
3. The six of us unanimously decided to invest in and outside the United States through an offshore special purpose company in the Cayman Islands called Universal Enterprises Ltd. ("Universal" or the "Company").
4. Each of us formed an offshore company in the Cayman Islands through which to own our shares of Universal.



5. My company is called Sandra Holding Ltd. ("Sandra Holding"). Sandra Holding holds legal title to the shares of Universal beneficially owned by me.

6. Another of the six companies, Yasmine Holding Ltd., holds legal title to the shares of Universal beneficially owned by one of my brothers, Fawzi Musaед Al Saleh ("Fawzi"), and/or his children.

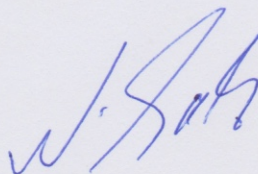
7. Fawzi, the youngest of the six brothers, spearheaded this endeavor and in or around 1987, he presented me and my brothers with a shareholder agreement to govern our ownership and management of Universal (the "Shareholder Agreement").

8. The Shareholder Agreement was prepared by an American law firm, Hale & Dorr LLP of Boston, Massachusetts (now Wilmer Cutler Pickering Hale and Dorr LLP, a/k/a "WilmerHale") and written in English without, to the best of my knowledge, any Arabic translation.

9. My understanding is that the Shareholder Agreement gave Fawzi almost complete control of the Company.

10. During the approximately three decades that Fawzi has controlled Universal, Fawzi and/or his successors have failed and refused to disclose material information about Universal's finances and business activity to Sandra Holding. Despite my attempts to gain such information, Sandra Holding has received little, if any, meaningful information concerning the status of its investment in Universal.

11. Upon information and belief, over the last decade or more, Fawzi has been appropriating money for his own use and improperly siphoning funds from Universal away from Sandra Holding.

A handwritten signature in blue ink, appearing to be 'J. Saleh', is located below the text of paragraph 11.

12. Based upon a review of certain company documents, I have reason to believe that in 2014, Fawzi and/or his son, Ahmad Fawzi Al Saleh ("Ahmad") orchestrated a related party transaction involving the sale of tens of millions of dollars of Universal assets to a trust company controlled by Fawzi and Ahmad and which was established for the benefit of Fawzi's two children, Ahmad and his sister Yasmine.

13. Despite this substantial sale of Universal's assets, Sandra Holding never received a distribution.

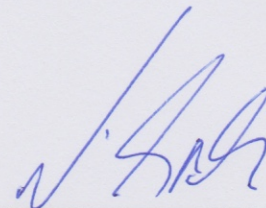
14. Ahmad directly and indirectly co-manages Universal and/or its subsidiaries. Upon information and belief, Ahmad has personal knowledge of Sandra Holding's investment in Universal over the last thirty years.

15. Quabbin Capital Inc. ("Quabbin Capital") is a privately-held investment management firm focusing on alternative asset investments in the United States and certain international markets. Upon information and belief, Quabbin Capital, which was formerly Boston Projects, Inc., was a subsidiary of Universal and acts as financial advisor to Fawzi, Ahmad, and/or Universal and its subsidiaries. Quabbin Capital has offices located at 160 Federal Street, Boston, Massachusetts.

16. John I. Snow III ("Snow") is the President and Managing Director of Quabbin Capital, and upon information and belief, is responsible for advising Universal and/or its subsidiaries, and possibly managing its assets. Snow works closely with Fawzi's son, Ahmad.

17. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 20, 2018.



Nuri Musaед Al Saleh